
From: Julie Karavas <Julie@jkklegal.com>
Sent: Wednesday, May 04, 2022 3:44 AM
To: Clay Springer <cspringer@rfclaw.com>; Rick Fernandez <RickF@rdtintermodal.com>; Jake Muhleisen <Jake.Muhleisen@ubt.com>; Jim Daws <jim@daws-trucking.com>; Rob Shortridge <rshortridge@perrylawfirm.com>;
Cc: Karen.Topp@ubt.com; r.d.fernandez2@gmail.com; JRock@rfclaw.com; jrheaume@rfclaw.com
Subject: RE: RDT / Daws - LLC pledge agreement and APA

I am going to have the revised Exh A and Exh D along with the perfectly formatted Amort table (Exh 1 to the PN) for you all early in the a.m. My assistant had prepared the pdf exhibits and I am asking her to finish as she is familiar with the formatting. I hope to have this to you by 8:30am. As to Exh A & D – they will include the additions provided by Rick earlier today and we will also remove truck 109C and Jim's personal vehicles.

Julie M. Karavas
Karavas & Kranz, P.C.

From: Julie Karavas <Julie@jkklegal.com>
Sent: Tuesday, May 3, 2022 9:16 PM
To: Clay Springer <cspringer@rfclaw.com>; Rick Fernandez <RickF@rdtintermodal.com>; Jake Muhleisen <Jake.Muhleisen@ubt.com>; Jim Daws <jim@daws-trucking.com>; Rob Shortridge <rshortridge@perrylawfirm.com>
Cc: Karen Topp <Karen.Topp@ubt.com>; r.d.fernandez2@gmail.com; Jay Rock <JRock@rfclaw.com>; Jacob Rheaume <jrheaume@rfclaw.com>; Julie Karavas <Julie@jkklegal.com>
Subject: RE: RDT / Daws - LLC pledge agreement and APA

Clay (and All),

Rather than mark up the clean draft APA (aside from the need for formatting spacing/pages) I add comments here – and attach Clay's recent draft APA:

7. Escrow. I mentioned this in prior draft comments. I do not think I am the appropriate person to be listed for all of the subsequent listed tasks/responsibilities. Is everyone comfortable if "7" provides "The parties stipulate and agree they will cooperate with each other to ensure the following tasks are completed and executed any requisite documents to effectuate such tasks and transfers." (or similar)

Item 8 has two "g" entries – need to re-letter.

9.b. –(last phrase)under Nebraska law and in compliance with the Uniform Commercial Code.

***DO you want to add reference to the Exhibit C - Pledge Agreement here?

Also attached –

- the working Pledge Agreement with my suggested edits;
- Revised \$4m PN (with both names)

Working on

- Inventory
- Amort table – I attach it here in rough draft form – will get it finalized/formatted and resend.

I think other than the inventory/bill of sale, this should be it. Let me know if you are waiting on more from me.

Julie M. Karavas
Karavas & Kranz, P.C.

From: Clay Springer <cspringer@rfclaw.com>
Sent: Tuesday, May 3, 2022 8:13 PM
To: Julie Karavas <Julie@jkklegal.com>; Rick Fernandez <RickF@rdtintermodal.com>; Jake Muhleisen <Jake.Muhleisen@ubt.com>; Jim Daws <jim@daws-trucking.com>; Rob Shortridge <rshortridge@perrylawfirm.com>
Cc: Karen Topp <Karen.Topp@ubt.com>; r.d.fernandez2@gmail.com; Jay Rock <JRock@rfclaw.com>; Jacob Rheaume <jrheaume@rfclaw.com>
Subject: Re: RDT / Daws - LLC pledge agreement and APA

Great; thank you!

Clayton J. Springer
Rock Fusco & Connelly, LLC
321 N. Clark Street, Suite 2200
Chicago, Illinois 60654
317.523.9779 (d) | 312.494.1001 (f)
cspringer@rfclaw.com | <http://www.rfclaw.com>

From: Julie Karavas <Julie@jkklegal.com>
Sent: Tuesday, May 3, 2022 9:09:48 PM
To: Clay Springer <cspringer@rfclaw.com>; Rick Fernandez <RickF@rdtintermodal.com>; Jake Muhleisen <Jake.Muhleisen@ubt.com>; Jim Daws <jim@daws-trucking.com>; Rob Shortridge <rshortridge@perrylawfirm.com>
Cc: Karen Topp <Karen.Topp@ubt.com>; r.d.fernandez2@gmail.com <r.d.fernandez2@gmail.com>; Jay Rock <JRock@rfclaw.com>; Jacob Rheaume <jrheaume@rfclaw.com>
Subject: RE: RDT / Daws - LLC pledge agreement and APA

I am working on these now. I had prior commitments to address after we talked and was not able to get to these

until now. I will work to get these finalized and sent yet tonite.

Julie M. Karavas
Karavas & Kranz, P.C.

From: Clay Springer <cspringer@rfclaw.com>
Sent: Tuesday, May 3, 2022 8:07 PM
To: Rick Fernandez <RickF@rdtintermodal.com>; Julie Karavas <Julie@jkklegal.com>; Jake Muhleisen <Jake.Muhleisen@ubt.com>; Jim Daws <jim@daws-trucking.com>; Rob Shortridge <rshortridge@perrylawfirm.com>
Cc: Karen Topp <Karen.Topp@ubt.com>; r.d.fernandez2@gmail.com; Jay Rock <JRock@rfclaw.com>; Jacob Rheaume <jrheaume@rfclaw.com>
Subject: Re: RDT / Daws - LLC pledge agreement and APA

Hi Julie,

How are we looking for final documents first thing tomorrow? Do you need any help drafting to get this across the finish line? If we don't close tomorrow my client will have to travel back to Chicago and reschedule a later date to come back to NE, so we'd really like to close this out tomorrow.

Clayton J. Springer
Rock Fusco & Connelly, LLC
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-

From: Rick Fernandez <RickF@rdtintermodal.com>
Sent: Tuesday, May 3, 2022 8:47:23 PM
To: Clay Springer <cspringer@rfclaw.com>; Julie Karavas <Julie@jkklegal.com>; Jake Muhleisen <Jake.Muhleisen@ubt.com>; Jim Daws <jim@daws-trucking.com>; Rob Shortridge <rshortridge@perrylawfirm.com>
Cc: Karen Topp <Karen.Topp@ubt.com>; r.d.fernandez2@gmail.com <r.d.fernandez2@gmail.com>; Jay Rock <JRock@rfclaw.com>; Jacob Rheaume <jrheaume@rfclaw.com>
Subject: RE: RDT / Daws - LLC pledge agreement and APA

-

These look Good enough for me ...to sign.

-

Please let me know early Jim And I have a meeting with Jake at 10 am

-

-

-

Sent via the Samsung Galaxy S8+, an AT&T 5G Evolution capable smartphone.

-
-
-

----- Original message -----

From: Clay Springer <cspringer@rfclaw.com>

Date: 5/3/22 5:36 PM (GMT-06:00)

To: Julie Karavas <Julie@jkklegal.com>, Rick Fernandez <RickF@rdtintermodal.com>, Jake Muhleisen <Jake.Muhleisen@ubt.com>, Jim Daws <jim@daws-trucking.com>, Rob Shortridge <rshortridge@perrylawfirm.com>

Cc: Karen Topp <Karen.Topp@ubt.com>, r.d.fernandez2@gmail.com, Jay Rock <JRock@rfclaw.com>, Jacob Rheaume <jrheaume@rfclaw.com>

Subject: RE: RDT / Daws - LLC pledge agreement and APA

-

Julie,

-

Please see attached documents that I believe are ready to go after your input and accepting changes. Please let me know if you need anything else. Happy to help if you need anything to get these documents done by morning.

-

Clayton J. Springer

Rock Fusco & Connolly, LLC

333 W. Wacker Drive, 19th Floor

Chicago, Illinois 60606

312.970.3409 (d) | 312.494.1001 (f)

cspringer@rfclaw.com | <http://www.rfclaw.com>



-

From: Julie Karavas <Julie@jkklegal.com>

Sent: Tuesday, May 3, 2022 11:22 AM

To: Rick Fernandez <RickF@rdtintermodal.com>; Jake Muhleisen <Jake.Muhleisen@ubt.com>; Clay Springer <cspringer@rfclaw.com>; Jim Daws <jim@daws-trucking.com>; Rob Shortridge <rshortridge@perrylawfirm.com>

Cc: Karen Topp <Karen.Topp@ubt.com>; r.d.fernandez2@gmail.com; Jay Rock <JRock@rfclaw.com>; Jacob Rheaume <jrheaume@rfclaw.com>; Julie Karavas <Julie@jkklegal.com>

Subject: RE: RDT / Daws - LLC pledge agreement and APA

-

Understood.

-

Attached is the revised draft APA with reference to the LLC as Buyer/Pledge and the proposed Membership Certificate Pledge Agreement – both as the agreement and as Exh C to the APA. Let me know if there are any questions. I did revise the APA as the buyer was still listed as RDT in several spots and references to shareholders. I will wait to hear where we are – what revisions are requested.

-

***In the pledge agreement – you will see a highlight as to number of certificates. Were certs issued? If not, I can remove that reference. Do note the provisions indicating the units are considered securities – I defer to the Clay's team to ensure compliance with the relevant reporting, etc.

-
Julie M. Karavas
Karavas & Kranz, P.C.

-
-

From: Rick Fernandez <RickF@rdtintermodal.com>
Sent: Tuesday, May 3, 2022 10:11 AM
To: Julie Karavas <Julie@jkklegal.com>; Jake Muhleisen <Jake.Muhleisen@ubt.com>; Clay Springer <cspringer@rfclaw.com>; Jim Daws <jim@daws-trucking.com>; Rob Shortridge <rshortridge@perrylawfirm.com>
Cc: Karen Topp <Karen.Topp@ubt.com>; r.d.fernandez2@gmail.com; Jay Rock <JRock@rfclaw.com>; Jacob Rheaume <jrheaume@rfclaw.com>
Subject: RE: RDT / Daws

-
Correct Jim and i have talked we got it

-
Tks/rick

-
-
-
Sent via the Samsung Galaxy S8+, an AT&T 5G Evolution capable smartphone

-
----- Original message -----

From: Julie Karavas <Julie@jkklegal.com>
Date: 5/3/22 10:24 AM (GMT-06:00)
To: Rick Fernandez <RickF@rdtintermodal.com>, Jake Muhleisen <Jake.Muhleisen@ubt.com>, Clay Springer <cspringer@rfclaw.com>, Jim Daws <jim@daws-trucking.com>, Rob Shortridge <rshortridge@perrylawfirm.com>
Cc: Karen Topp <Karen.Topp@ubt.com>, r.d.fernandez2@gmail.com, Jay Rock <JRock@rfclaw.com>, Jacob Rheaume <jrheaume@rfclaw.com>
Subject: RE: RDT / Daws

-
Rick and Jim,

-
I think you are on the same page – let me be more specific. As of last Thursday, April 28, the closing date values were stated as:

-
Use A/R \$1,150,000 and cash \$480,000.

So, do you two agree that the above amounts are the amounts Jim (Daws, Inc.) will keep?

-

-

Julie M. Karavas
Karavas & Kranz, P.C.

-

-

From: Rick Fernandez <RickF@rdtintermodal.com>

Sent: Tuesday, May 3, 2022 9:16 AM

To: Julie Karavas <Julie@jkklegal.com>; Jake Muhleisen <Jake.Muhleisen@ubt.com>; Clay Springer <cspringer@rfclaw.com>; Jim Daws <jim@daws-trucking.com>; Rob Shortridge <shortridge@perrylawfirm.com>

Cc: Karen Topp <Karen.Topp@ubt.com>; r.d.fernandez2@gmail.com; Jay Rock <JRock@rfclaw.com>; Jacob Rheaume <jrheaume@rfclaw.com>

Subject: RE: RDT / Daws

-

Hold on guys..

-

I need this in plane English

-

Jim will correct if I'm not correct.

-

As stated from earlier on and Jim and I have already done this.

-

Effective this week going forward

All invoicing and payables belong to the new Entity Jim Daws trucking llc.

-

As Well As The A/R and Cash..

Jim sent last week Thursday..

-

Jim and I will handle the in an outs.

-

Jim please advise..

-

-

-

Sent via the Samsung Galaxy S8+, an AT&T 5G Evolution capable smartphone

-

-

-

----- Original message -----

From: Julie Karavas <Julie@jkklegal.com>

Date: 5/3/22 10:02 AM (GMT-06:00)

To: Rick Fernandez <RickF@rdtintermodal.com>, Jake Muhleisen <Jake.Muhleisen@ubt.com>, Clay Springer <cspringer@rfclaw.com>, Jim Daws <jim@daws-trucking.com>, Rob Shortridge <rshortridge@perrylawfirm.com>

Cc: Karen Topp <Karen.Topp@ubt.com>, r.d.fernandez2@gmail.com, Jay Rock <JRock@rfclaw.com>, Jacob Rheaume <jrheaume@rfclaw.com>

Subject: RE: RDT / Daws

-

All,

-

Good morning. As stated in my earlier email this morning, I will revise the SPA to reflect the LLC and not a corp – and the APA provisions referencing the same.

-

The key item we do not want to change in the volley of items is that the cash and A/R as of this date of closing is that those (cash in bank and A/R on books) stay with Daws, Inc – stay with Jim. If any of you view this differently, please let em know immediately (or if you planned to revise the drafts in that manner).

-

Other than that, we are "good" with the pending transaction.

-

-

Julie M. Karavas
Karavas & Kranz, P.C.

-

-

From: Rick Fernandez <RickF@rdtintermodal.com>

Sent: Tuesday, May 3, 2022 8:00 AM

To: Jake Muhleisen <Jake.Muhleisen@ubt.com>; Clay Springer <cspringer@rfclaw.com>; Julie Karavas <Julie@jkklegal.com>; Jim Daws <jim@daws-trucking.com>; Rob Shortridge <rshortridge@perrylawfirm.com>

Cc: Karen Topp <Karen.Topp@ubt.com>; r.d.fernandez2@gmail.com; Jay Rock <JRock@rfclaw.com>; Jacob Rheaume <jrheaume@rfclaw.com>

Subject: RE: RDT / Daws

-

Thanks Jake

-

-

Rick and I are in town a lot should get fone today.

we'll be at Jim's place later this Morning waiting on final draft .

-

Today : we will sign and get them to you.

-

Tomorrow: RDT can have my titles from Chicago overnighted.

-

Today and Tomorrow: Jim has a notebook of most of titles ready to go.(except for those that will be paid off after closing)

-

Today or Tomorrow TBD: Sign bank Docs prior to funding .

-

Today: insurance certificate ready on list provided.

-

-

-

-

-

-

-

Sent via the Samsung Galaxy S8+, an AT&T 5G Evolution capable smartphone.

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-

-

----- Original message -----

From: Jake Muhleisen <Jake.Muhleisen@ubt.com>

Date: 5/3/22 7:39 AM (GMT-06:00)

To: Rick Fernandez <RickF@rdtintermodal.com>, Clay Springer <cspringer@rfclaw.com>, Julie Karavas <Julie@jkklegal.com>, Jim Daws <jim@daws-trucking.com>, Rob Shortridge <rshortridge@perrylawfirm.com>

Cc: Karen Topp <Karen.Topp@ubt.com>, r.d.fernandez2@gmail.com, Jay Rock <JRock@rfclaw.com>, Jacob Rheaume <jrheaume@rfclaw.com>

Subject: RE: RDT / Daws

-

Thanks Rick,

-

For the Nebraska Titles that are being transferred from Daws Inc. to Jim Daws Trucking LLC (all titles will need to be in Jim Daws Trucking LLC), we will need to gather all physical titles and will file our liens electronically via Vintek; all Illinois physical titles will be needed as well.

-

We are working on our drafts of the loan documents and will send out to the group for review. In addition, we will try to provide a loan timeline that will include details on what items/tasks that need to be completed prior to funding the loan.

-

Let me know if you have any questions. Thanks.

-

UBT
Union Bank & Trust

-
Jake Muhleisen

Vice President

Commercial Loans

402-323-1104 Direct

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-
4243 Pioneer Woods Drive

P.O. Box 82535

Lincoln, NE 68501-2535

-
From: Rick Fernandez <RickF@rdtintermodal.com>

Sent: Monday, May 2, 2022 5:38 PM

To: Jake Muhleisen <Jake.Muhleisen@ubt.com>; Clay Springer <c.springer@rfclaw.com>; Julie Karavas <Julie@jkklegal.com>; Jim Daws <jim@daws-trucking.com>; Rob Shortridge <rshortridge@perrylawfirm.com>

Cc: Karen Topp <Karen.Topp@ubt.com>; r.d.fernandez2@gmail.com; Jay Rock <JRock@rfclaw.com>; Jacob Rheaume <jrheaume@rfclaw.com>

Subject: RE: RDT / Daws

-
EXTERNAL MESSAGE – Think Before You Click

-
I try to edit below and it did let me.

-
1) On the issue of the Titles last time we did this many..Jim has all if his titles and I have most of mine we can just sign them and the Bank can hold on to them . That's been done before unless the bank sells the loan.

-
I think turn around time with SOS of Nebraska may take a while.

-
2) On the \$250,000.00 additional hold back .

It was a timing thing for me. We just got hit heavier taxes than I thought .. I have already forwarded \$750,000 to Jim last week and probably am going to send another \$100,000 within the next couple of weeks..

So it should be a non issue soon.

-
3) relating to the \$2million liability that Jim has on equipment has mostly been paid . what ever is not settled will be cleared shortly after closing. Those loans are with local banks and they have been advised.

-
4) In regards to UCC1 the inventory as per APA is transferred. The A/R is 100% owned by Daws and will collected and transferred over to Jim Daws Trucking. It is my understanding that the A/R is not factored or being drawn against an LOC.

There should not be any exciting UCCs but

Jim can you confirm please. Sometimes banks forgeto release UCCs on old purchases.

-

5) I just spoke to Attorneys and Accountants both have valid arguments why the 338 election would not be beneficial.

-

Added legal work, but accountants stated that the 338 election would not allow RDT income to offset against depreciation losses since Daws is an Inc. And possible legacy liabilities with stock purchase.

-

-

----- Original message -----

From: Jake Muhleisen <Jake.Muhleisen@ubt.com>

Date: 5/2/22 3:58 PM (GMT-06:00)

To: Clay Springer <cpringer@rfclaw.com>, Julie Karavas <Julie@jkklegal.com>, Rick Fernandez <RickF@rdtintermodal.com>, Jim Daws <jim@daws-trucking.com>, Rob Shortridge <rshortridge@perrylawfirm.com>

Cc: Karen Topp <Karen.Topp@ubt.com>, r.d.fernandez2@gmail.com, Jay Rock <JRock@rfclaw.com>, Jacob Rheaume <jrheaume@rfclaw.com>

Subject: RE: RDT / Daws

-

All:

The UBT loan details are as follows:

- "Truck Loan"
 - \$3.5M, 4-year full amortization at 3.89%
- "Trailer Loan"
 - \$3.5M, 7-year full amortization at 4.29%
- Full Subordination agreement on the carryback note, minimum financial performance prior to junior credit payments; Rick has the full commitment letters if needed
- Loan documentation is in progress
- Let me know if you need additional information regarding the loans

In discussions with Rob, we have the following questions regarding the Purchase Agreement and Carryback Note:

- Who is handling the transfer of tiles from Daws Incorporated name to Jim Daws Trucking LLC name? Is the goal to have UBT's liens noted at the same time?
 - This will need to be done prior to UBT funding so we can properly file our liens on the respective vehicles/trailers
- What is the \$250k carryback note for? I had in my original notes that the only carryback note was for \$4.0M.
- Per the draft APA; the existing debt of approx. \$2.0M is going to be Jim's responsibility, correct? Just confirming this item.
 - Will that debt be immediately retired?
 - We are filing a UCC1 on all business assets to be purchased under Jim Daws Trucking LLC and I need to be sure to have first lien on all A/R and Inventory, when and how will existing UCCs be terminated?
- One additional thought/question. Was there consideration to doing this transaction as a stock purchase with a 338 election to treat as an asset purchase for tax purposes? Might avoid some sales taxes on transfer of the vehicles, make it easier to transfer id numbers etc.? Just a thought has as we have seen more of those deals recently.

Thanks everyone, please let Rob or I know if you have any questions/comments.



-
Jake Muhleisen

Vice President

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-
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P.O. Box 82535

Lincoln, NE 68501-2535

-
From: Clay Springer <cspringer@rfclaw.com>

Sent: Monday, May 2, 2022 11:09 AM

To: Julie Karavas <Julie@jkklegal.com>; Jake Muhleisen <Jake.Muhleisen@ubt.com>; Rick Fernandez <RickF@rdtintermodal.com>; Jim Daws <jim@daws-trucking.com>; Rob Shortridge <rshortridge@perrylawfirm.com>

Cc: Karen Topp <Karen.Topp@ubt.com>; r.d.fernandez2@gmail.com; Jay Rock <JRock@rfclaw.com>; Jacob Rheaume <jrheaume@rfclaw.com>

Subject: Re: RDT / Daws

-
⚠ EXTERNAL MESSAGE – Think Before You Click

-
Jake and/or Rob,

-
Can you please advise on Julie's questions about UBT's specific terms and the amortization schedule?

-
Clayton J. Springer

Rock Fusco & Connelly, LLC

321 N. Clark Street, Suite 2200

Chicago, Illinois 60654

317.523.9779 (d) | 312.494.1001 (f)

cspringer@rfclaw.com | <http://www.rfclaw.com>

-
-
-
From: Julie Karavas <Julie@jkklegal.com>

Sent: Monday, May 2, 2022 11:03 AM

To: Clay Springer <cspringer@rfclaw.com>; Jake Muhleisen <Jake.Muhleisen@ubt.com>; Rick Fernandez <RickF@rdtintermodal.com>; Jim Daws <jim@daws-trucking.com>; Rob Shortridge <rshortridge@perrylawfirm.com>

Cc: Karen Topp <Karen.Topp@ubt.com>; r.d.fernandez2@gmail.com <r.d.fernandez2@gmail.com>; Jay Rock <JRock@rfclaw.com>; Jacob Rheume <jrheume@rfclaw.com>

Subject: RE: RDT / Daws

-
Clay,

-
I have been able to do an initial review and the main open issue I see that I have been awaiting your response is to the UBT loaned amount – I can prepare the note, but you indicated there are particular terms needed. I need the amort schedule at a minimum for this loan. What is the term (years) and other specifics as I have indicated in my comments on the working draft. Please provide. ***All – is the PN form used for the seller financed PN acceptable for the larger loan? I may add more, but I have been waiting to hear from Clay and/or UBT with what may need to appear in the Note for the larger amount due.

-
Thank you. Any other revisions will be minor. This is the big piece I have been awaiting.

-
-
-
Julie M. Karavas
Karavas & Kranz, P.C.

-
-

From: Clay Springer <cspringer@rfclaw.com>

Sent: Monday, May 2, 2022 7:33 AM

To: Jake Muhleisen <Jake.Muhleisen@ubt.com>; Rick Fernandez <RickF@rdtintermodal.com>; Julie Karavas <Julie@jkklegal.com>; Jim Daws <jim@daws-trucking.com>; Rob Shortridge <rshortridge@perrylawfirm.com>

Cc: Karen Topp <Karen.Topp@ubt.com>; r.d.fernandez2@gmail.com; Jay Rock <JRock@rfclaw.com>; Jacob Rheume <jrheume@rfclaw.com>

Subject: RE: RDT / Daws

-
Good Morning, All:

-
Please see attached most recent APA draft, including all exhibits. I've also included the Notes and Stock Pledge Agreement. I will be in transit part of the day today, so please make sure to include Jay Rock and Jacob Rheume on any correspondence to minimize delays.

-
Julie-can you please review and let me know if you have any outstanding items on the APA, Notes, or SPA before we upload for final bank approval?

-
Clayton J. Springer

Rock Fusco & Connelly, LLC

321 N. Clark Street, Suite 2200

Chicago, Illinois 60654

317.523.9779 (d) | 312.494.1001 (f)

cspringer@rfclaw.com | <http://www.rfclaw.com>



-

From: Jake Muhleisen <Jake.Muhleisen@ubt.com>

Sent: Saturday, April 30, 2022 11:14 AM

To: Rick Fernandez <RickF@rdtintermodal.com>; Julie Karavas <Julie@jkklegal.com>; Clay Springer <cspringer@rfclaw.com>; Jim Daws <jim@daws-trucking.com>; Rob Shortridge <rshortridge@perrylawfirm.com>

Cc: Karen Topp <Karen.Topp@ubt.com>; r.d.fernandez2@gmail.com

Subject: Re: RDT / Daws

-

[Thanks everyone. We will for sure need the final PA and carryback note. We will let you know if we need anything else to complete the loan documents.](#)

-

Jake Muhleisen

Vice President

Commercial Loans

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402-730-7237 Cell

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-

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P.O. Box 82535

Lincoln, NE 68501-2535

-

From: Rick Fernandez <RickF@rdtintermodal.com>

Sent: Saturday, April 30, 2022 11:03:13 AM

To: Julie Karavas <Julie@jkklegal.com>; Clay Springer <cspringer@rfclaw.com>; Jake Muhleisen <Jake.Muhleisen@ubt.com>; Jim Daws <jim@daws-trucking.com>; Rob Shortridge <rshortridge@perrylawfirm.com>

Cc: Karen Topp <Karen.Topp@ubt.com>; r.d.fernandez2@gmail.com <r.d.fernandez2@gmail.com>

Subject: RE: RDT / Daws

-

Think Before You Click

-

And lets not forget the 4mil..(i owe you) to Jim

-

Tks/rick

-

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-

Sent via the Samsung Galaxy S8+, an AT&T 5G Evolution capable smartphone.

-

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-

----- Original message -----

From: Julie Karavas <Julie@jkklegal.com>

Date: 4/30/22 11:01 AM (GMT-06:00)

To: Clay Springer <cspringer@rfclaw.com>, Rick Fernandez <RickF@rdtintermodal.com>, Jake Muhleisen <Jake.Muhleisen@ubt.com>, Jim Daws <jim@daws-trucking.com>, Rob Shortridge <rshortridge@perrylawfirm.com>

Cc: Karen Topp <Karen.Topp@ubt.com>, r.d.fernandez2@gmail.com

Subject: RE: RDT / Daws

-

Found it – never understand why randomly an email gets snagged as suspicious! I will look yet today.

-

Julie M. Karavas
Karavas & Kranz, P.C.

-

From: Clay Springer <cspringer@rfclaw.com>

Sent: Saturday, April 30, 2022 9:57 AM

To: Julie Karavas <Julie@jkklegal.com>; Rick Fernandez <RickF@rdtintermodal.com>; Jake Muhleisen <Jake.Muhleisen@ubt.com>; Jim Daws <jim@daws-trucking.com>; Rob Shortridge <rshortridge@perrylawfirm.com>

Cc: Karen Topp <Karen.Topp@ubt.com>; r.d.fernandez2@gmail.com

Subject: Re: RDT / Daws

-

I sent over proposed final language yesterday morning. I'm not at home right now, but I'll send copies of everything to this string just to make sure everyone has them.

-

Clayton J. Springer
Rock Fusco & Connelly, LLC
321 N. Clark Street, Suite 2200
Chicago, Illinois 60654
317.523.9779 (d) | 312.494.1001 (f)
cspringer@rfclaw.com | <http://www.rfclaw.com>

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-
From: Julie Karavas <Julie@jkklegal.com>
Sent: Saturday, April 30, 2022 10:54:30 AM
To: Clay Springer <cspringer@rfclaw.com>; Rick Fernandez <RickF@rdtintermodal.com>; Jake Muhleisen <Jake.Muhleisen@ubt.com>; Jim Daws <jim@daws-trucking.com>; Rob Shortridge <rshortridge@perrylawfirm.com>
Cc: Karen Topp <Karen.Topp@ubt.com>; r.d.fernandez2@gmail.com <r.d.fernandez2@gmail.com>
Subject: RE: RDT / Daws

-
Clay,

-
Did I miss an email from you with your proposed final version, or do you mean I can review after you upload?

-
Julie M. Karavas
Karavas & Kranz, P.C.
-
-

From: Clay Springer <cspringer@rfclaw.com>
Sent: Saturday, April 30, 2022 9:47 AM
To: Rick Fernandez <RickF@rdtintermodal.com>; Jake Muhleisen <Jake.Muhleisen@ubt.com>; Jim Daws <jim@daws-trucking.com>; Julie Karavas <Julie@jkklegal.com>; Rob Shortridge <rshortridge@perrylawfirm.com>
Cc: Karen Topp <Karen.Topp@ubt.com>; r.d.fernandez2@gmail.com
Subject: Re: RDT / Daws

-
I will upload my last document this evening for UBT to review, so as long as that's enough time for them and Julie to review, it works for me.

-
Clayton J. Springer
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-
-

From: Rick Fernandez <RickF@rdtintermodal.com>
Sent: Saturday, April 30, 2022 10:38:28 AM
To: Clay Springer <cspringer@rfclaw.com>; Jake Muhleisen <Jake.Muhleisen@ubt.com>; Jim Daws <jim@daws-trucking.com>; Julie Karavas <Julie@jkklegal.com>; Rob Shortridge <rshortridge@perrylawfirm.com>
Cc: Karen Topp <Karen.Topp@ubt.com>; r.d.fernandez2@gmail.com <r.d.fernandez2@gmail.com>
Subject: RE: RDT / Daws

-
Hi All

-
I'm lining up flights.. want to make sure i have stuff to sign by Tuesday.

-
If that's still the plan. Ricky and i will fly in Monday night and sign Tuesday latest Wednesday.

-
And Funding will be done some time later that week it early the following week .

-
If that's still the plan ..

-
CAN I GET AN AMEN !!

-
Tks/rick

-
Sent via the Samsung Galaxy S8+, an AT&T 5G Evolution capable smartphone

-
----- Original message -----

From: Clay Springer <cspringer@rfclaw.com>
Date: 4/29/22 11:08 AM (GMT-06:00)
To: Rick Fernandez <RickF@rdtintermodal.com>; Jake Muhleisen <Jake.Muhleisen@ubt.com>; Jim Daws <jim@daws-trucking.com>; Julie Karavas <Julie@jkklegal.com>; Rob Shortridge <rshortridge@perrylawfirm.com>
Cc: Karen Topp <Karen.Topp@ubt.com>
Subject: RE: RDT / Daws

-
My apologies, everyone. Comcast apparently prematurely cut off services at our current location, and we're waiting on them to fix. In the meantime, my team and I are working on redrafting as quickly as possible. I apologize once again. I know this couldn't come at a worse time, but that's always when it seems to happen.

-
Julie-can you take a look at the attached draft of the APA and confirm the changes are acceptable? I think the only question left that I need from your side is what level the assets will be insured to prior to closing.

-
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-
From: Rick Fernandez <RickF@rdtintermodal.com>
Sent: Friday, April 29, 2022 9:13 AM
To: Clay Springer <cspringer@rfclaw.com>; Jake Muhleisen <Jake.Muhleisen@ubt.com>; Jim Daws <jim@daws-trucking.com>; Julie Karavas <Julie@jkklegal.com>; Rob Shortridge <rshortridge@perrylawfirm.com>
Cc: Karen Topp <Karen.Topp@ubt.com>
Subject: RE: RDT / Daws

-
Thanks Clay keep us updated

-
Rick

-
Sent via the Samsung Galaxy S8+, an AT&T 5G Evolution capable smartphone

-
----- Original message -----

From: Clay Springer <cspringer@rfclaw.com>
Date: 4/29/22 9:05 AM (GMT-06:00)
To: Jake Muhleisen <Jake.Muhleisen@ubt.com>, Rick Fernandez <RickF@rdtintermodal.com>, Jim Daws <jim@daws-trucking.com>, Julie Karavas <Julie@jkklegal.com>, Rob Shortridge <rshortridge@perrylawfirm.com>
Cc: Karen Topp <Karen.Topp@ubt.com>
Subject: Re: RDT / Daws

-
Hi All,

-
I apologize, but we're moving offices today, and the movers somehow knocked out my VPN access. I'm working with our tech people and will forward the documents ASAP.

-
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-
-

-
-
From: Clay Springer <cspringer@rfclaw.com>
Sent: Thursday, April 28, 2022 3:31:37 PM
To: Jake Muhleisen <Jake.Muhleisen@ubt.com>; Rick Fernandez <RickF@rdtintermodal.com>; Jim Daws <jim@daws-trucking.com>; Julie Karavas <Julie@jkklegal.com>; Rob Shortridge <rshortridge@perrylawfirm.com>
Cc: Karen Topp <Karen.Topp@ubt.com>
Subject: Re: RDT / Daws

-
I will have draft documents completed for everyone to review by tomorrow morning.

-
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cspringer@rfclaw.com | <http://www.rfclaw.com>
-

From: Jake Muhleisen <Jake.Muhleisen@ubt.com>
Sent: Thursday, April 28, 2022 3:29:34 PM
To: Rick Fernandez <RickF@rdtintermodal.com>; Clay Springer <cspringer@rfclaw.com>; Jim Daws <jim@daws-trucking.com>; Julie Karavas <Julie@jkklegal.com>; Rob Shortridge <rshortridge@perrylawfirm.com>
Cc: Karen Topp <Karen.Topp@ubt.com>
Subject: RDT / Daws

-
All:

-
I spoke with Rick earlier today regarding the transaction and wanted to touch base with everyone with all the moving parts of the acquisition and timing of loan documents.

-
I have cc'd Rob Shortridge on this email, he is our Bank Counsel and will be completing all loan documents. In our discussions, the effective date of the acquisition can remain as 5/1/22. With that said, funding will not occur that same day as loan documents will be in draft copy at that time. We will plan to fund and close the loan as quickly as possible after the effective date but we need to have all final documents (purchase agreements, carryback notes, titles, etc) prior to finalizing and producing loan documents.

-
Clay and Julie, please feel free to coordinate with Rob to get the appropriate documents to the finish line and we can work together to get this transaction completed. I mentioned to Rick that the rate we quoted within our commitment letters will remain valid.

-
Thanks everyone, let me know if you have any questions.

-
UBT
Union Bank & Trust

-
Jake Muhleisen
Vice President
Commercial Loans
402-323-1104 Direct
402-730-7237 Cell
www.ubt.com

-
4243 Pioneer Woods Drive
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Lincoln, NE 68501-2535

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